

**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA - SOUTHERN DIVISION**

**SECURITIES AND EXCHANGE
COMMISSION,**

Plaintiff,

v.

**PREMIER HOLDING
CORPORATION, RANDALL
LETCAVAGE, and JOSEPH
GREENBLATT,**

Defendants.

Case No.: SACV 18-00813-CJC(KESx)

**JUDGMENT AS TO DEFENDANT
PREMIER HOLDING
CORPORATION**

This matter came before the Court on the SEC's motions for summary judgment and for relief against Defendant Premier Holding Corporation ("Premier" or "Defendant"). (Dkts. 192, 213.) On November 30, 2020, the Court granted the SEC's motion for summary judgment. (Dkt. 208.) On January 20, 2021, the Court granted the SEC's motion for relief.

I.

In accordance with the Court's Orders, **IT IS HEREBY ORDERED, ADJUDGED, AND DECREED** that Defendant is permanently restrained and enjoined from violating, directly or indirectly, Section 10(b) of the Exchange Act [15 U.S.C. § 78j(b)] and Rule 10b-5 promulgated thereunder [17 C.F.R. § 240.10b-5], by using any means or instrumentality of interstate commerce, or of the mails, or of any facility of any national securities exchange, in connection with the purchase or sale of any security:

(a) to employ any device, scheme, or artifice to defraud;

(b) to make any untrue statement of a material fact or to omit to state a material fact necessary in order to make the statements made, in the light of the circumstances under which they were made, not misleading; or

(c) to engage in any act, practice, or course of business which operates or would operate as a fraud or deceit upon any person.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Final Judgment by personal service or otherwise: (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

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II.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 17(a) of the Securities Act [15 U.S.C. § 77q(a)] in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Judgment by personal service or otherwise:

- (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

III.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating Section 13(a) of the Exchange Act [15 U.S.C. § 78m(a)] and Rules 13a-1, 13a-11, and 13a-13 thereunder [17 C.F.R. §§ 240.13 a-1, 240.13a-11, and 240.13a-13] by knowingly or recklessly providing substantial assistance to an issuer, which has a class of securities registered

1 pursuant to Section 12 of the Exchange Act [15 U.S.C. § 781] or is required to file reports
2 pursuant to Section 15(d) of the Exchange Act [15 U.S.C. 78o(d)], in connection with the
3 filing of an annual report on Form 10-K, a current report on Form 8-K, or a quarterly
4 report on Form 10-Q that is inaccurate or fails to contain material information necessary
5 to make required statements, in light of the circumstances under which they are made, not
6 misleading.

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8 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that, as provided
9 in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the
10 following who receive actual notice of this Judgment by personal service or otherwise:
11 (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other
12 persons in active concert or participation with Defendant or with anyone described in (a).

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14 **IV.**

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16 **IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED** that
17 Defendant is permanently restrained and enjoined from violating Sections 13(b)(2)(A)
18 and 13(b)(2)(B) of the Exchange Act [15 U.S.C. §§ 78m(b)(2)(A) and 78m(b)(2)(B)], by
19 knowingly providing substantial assistance to an issuer that:

20
21 (a) fails to make and keep books, records and accounts, which, in reasonable detail,
22 accurately and fairly reflect the transactions and dispositions of the assets of an
23 issuer; or

24 (b) fails to devise and maintain a system of internal accounting controls sufficient
25 to provide reasonable assurances that-

26 (1) transactions are executed in accordance with management's general or
27 specific authorization;
28

1 (2) transactions are recorded as necessary to permit preparation of financial
2 statements in conformity with generally accepted accounting principles, or
3 any other criteria applicable to such statements, and to maintain
4 accountability for assets;

5 (3) access to assets is permitted only in accordance with management's
6 general or specific authorization; and

7 (c) the recorded accountability for assets is compared with the existing assets at
8 reasonable intervals and appropriate action is taken with respect any differences.
9

10 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that, as provided
11 in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the
12 following who receive actual notice of this Judgment by personal service or otherwise:
13 (a) Defendant's officers, agents, servants, employees, and attorneys; and (b) other
14 persons in active concert or participation with Defendant or with anyone described in (a).
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16 **V.**
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18 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant
19 is liable for disgorgement of \$6,880,111, jointly and severally with Defendant Letcavage,
20 representing profits gained as a result of the conduct alleged in the Complaint, together
21 with prejudgment interest thereon in the amount of \$1,811,389.41, totaling \$8,691,500.41
22 Defendant shall satisfy this obligation by paying \$8,691,500.41 to the Securities and
23 Exchange Commission within 14 days after the entry of this Final Judgment.
24

25 Defendant may transmit payment electronically to the Commission, which will
26 provide detailed ACH transfer/Fedwire instructions upon request. Payment may also be
27 made directly from a bank account via Pay.gov through the SEC website at
28 <http://www.sec.gov/about/offices/ofm.htm>. Defendant may also pay by certified check,

1 bank cashier's check, or United States postal money order payable to the Securities and
2 Exchange Commission, which shall be delivered or mailed to:

3
4 Enterprise Services Center
5 Accounts Receivable Branch
6 6500 South MacArthur Boulevard
7 Oklahoma City, OK 73169

8 and shall be accompanied by a letter identifying the case title, civil action number, and
9 name of this Court; Premier as a defendant in this action; and specifying that payment is
10 made pursuant to this Final Judgment.

11 Defendant shall simultaneously transmit photocopies of evidence of payment and
12 case identifying information to the Commission's counsel in this action. By making this
13 payment, Defendant relinquishes all legal and equitable right, title, and interest in such
14 funds and no part of the funds shall be returned to Defendant. The Commission shall
15 send the funds paid pursuant to this Final Judgment to the United States Treasury.

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17 The Commission may enforce the Court's judgment for disgorgement and
18 prejudgment interest by moving for civil contempt (and/or through other collection
19 procedures authorized by law) at any time after 30 days following entry of this Final
20 Judgment. Defendant shall pay post judgment interest on any delinquent amounts
21 pursuant to 28 U.S.C. § 1961.

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23 **VI.**

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25 **IT IS FURTHER ORDERED, ADJUDGED, AND DECREED** that Defendant
26 shall pay a civil penalty in the amount of \$1,000,000 to the Securities and Exchange
27 Commission pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and
28 Section 21(d)(3) of the Exchange Act [15 U.S.C. § 78u(d)(3)].

1 Defendant shall satisfy the obligation to pay a civil penalty ordered pursuant to this
2 paragraph by paying the amount ordered to the Securities and Exchange Commission
3 within 14 days after entry of this Final Judgment. Defendant may transmit payment
4 electronically to the Commission, which will provide detailed ACH transfer/Fedwire
5 instructions upon request. Payment may also be made directly from a bank account via
6 Pay.gov through the SEC website at <http://www.sec.gov/about/offices/ofm.htm>.
7 Defendant may also pay by certified check, bank cashier's check, or United States postal
8 money order payable to the Securities and Exchange Commission, which shall be
9 delivered or mailed to:

10
11 Enterprise Services Center
12 Accounts Receivable Branch
13 6500 South MacArthur Boulevard
Oklahoma City, OK 73169

14 and shall be accompanied by a letter identifying the case title, civil action number, and
15 name of this Court; Premier as a defendant in this action; and specifying that payment is
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19 case identifying information to the Commission's counsel in this action. By making this
20 payment, Defendant relinquishes all legal and equitable right, title, and interest in such
21 funds and no part of the funds shall be returned to Defendant. The Commission shall send
22 the funds paid pursuant to this Final Judgment to the United States Treasury.

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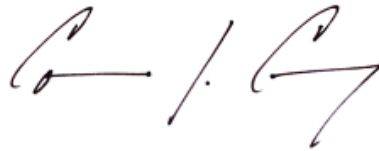
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VII.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain jurisdiction of this matter for the purposes of enforcing the terms of this Judgment.

DATED: January 20, 2021

A handwritten signature in dark ink, appearing to read 'C. J. Carney', is positioned above a horizontal line.

HON. CORMAC J. CARNEY

UNITED STATES DISTRICT JUDGE